

HELM-PACIFIC LEASING

JOINT VENTURE

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

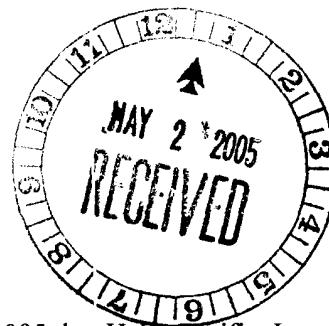
April 27, 2005

RECORDATION NO. 21546-A FILED

MAY 02 '05

4-36 PM

SURFACE TRANSPORTATION BOARD



Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RE: Termination of Net Lease Agreement dated as of April 15, 2005 by Helm-Pacific Leasing ("Termination").

Dear Mr. Williams:

On behalf of Helm-Pacific Leasing, I submit for filing and recording, under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder the following document:

Two (2) fully-executed originals of the above-referenced Termination.

In connection with the recording of the Termination, please note the following information:

Name and Address of Lessor:

Helm-Pacific Leasing
c/o Helm Pacific Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

Name and Address of Lessee:

Lone Star Industries, Inc.
3905 Vincennes Road, Suite 400
Indianapolis, IN 46268

Equipment:

25 Covered Hopper Railcars
HPJX 705770-706994 (Not Sequential)

Please record this Termination as a supplemental agreement to STB Recordation No. 21546 filed on July 31, 1998 at 1:27 PM. The filing fee of \$32.00 is included in our enclosed check.

Summary: Termination of Net Lease Agreement dated as of April 15, 2005 by Helm-Pacific Leasing, for 25 covered hopper railcars, HPJX 705770-706994 (Not Sequential), to be filed as a supplemental agreement. Please file this Termination as a supplemental agreement to STB Recordation No. 21546.

Yours truly,

Sharon L. Van Fossan
Supervisor Contract Administration

/svf
Enclosures (2)

MAY 02 '05

4-36 PM

TERMINATION OF NET LEASE AGREEMENT

THIS TERMINATION OF NET LEASE AGREEMENT ("Termination") is dated as of April 15, 2005 by HELM-PACIFIC LEASING, a Nebraska general partnership ("Lessor").

SURFACE TRANSPORTATION BOARD

1. **Recitals.** Lessor entered into the Net Lease Agreement dated as of September 2, 1997 ("Lease"), with **Lone Star Industries, Inc.**, a Delaware corporation, with respect to the twenty-five (25) railcars more fully described in Schedule A attached hereto. The Lease is on file at the Surface Transportation Board ("STB") of the Department of Transportation, under STB Recordation No. **21546** filed on July 31, 1998 at 1:27 PM.

The Lease was terminated as of December 27, 2002. The purpose of this Termination is to provide a formal termination document for filing with the STB.

2. **Termination.** The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due corporate authority, has caused this Termination to be signed in its corporate name as of the date first above written.

LESSOR

HELM-PACIFIC LEASING

By: **Helm Pacific Corporation,**
a General Partner

By: **Union Pacific Venture Leasing, Incorporated,**
a General Partner

By: John F. Dains
Name: John F. Dains
Title: President

By: Edward J. Weber
Name: Edward J. Weber
Title: President

STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

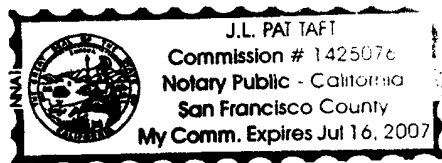
On April 15th, 2005, before me, J. L. Pat Taft, personally appeared John F. Dains, President of **HELM-PACIFIC CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



[Signature]
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF NEBRASKA)
) S.S.
COUNTY OF DOUGLAS)

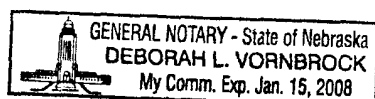
On April 21, 2005, before me, Deborah L. Vornbrock, personally appeared Edward J. Weber, President of **UNION PACIFIC VENTURE LEASING, INCORPORATED**,

— personally known to me -OR-

X proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



[Signature]
SIGNATURE OF THE NOTARY

[Notarial Seal]

SCHEDULE A

To the Termination of Lease dated April 15, 2005

Equipment Description: Twenty-five (25), 2,950-2,980 c.f., 100-ton capacity, two-compartment covered hopper railcars built 1967-1981

Unit Numbers:

HPJX 705770, 705966, 706001, 706008, 706017, 706059, 706066, 706090, 706099, 706560, 706635, 706663, 706703, 706714, 706723, 706724, 706752, 706797, 706809, 706886, 706894, 706910, 706927, 706960, 706994.